

IN THE UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF TENNESSEE  
NASHVILLE DIVISION

ERIC WEINER, Individually and on Behalf of	)	CIVIL ACTION NO.: 3:17-cv-01469
All Others Similarly Situated,	)	
	)	Chief Judge Crenshaw
Plaintiff,	)	Magistrate Judge Newbern
	)	
v.	)	
	)	
TIVITY HEALTH, INC., <i>et al.</i> ,	)	
	)	
Defendants.	)	

**DEFENDANTS' MOTION TO DISMISS FIRST AMENDED COMPLAINT**

Pursuant to the Private Securities Litigation Reform Act, 15 U.S.C. § 78u-4, *et seq.*, Defendants Tivity Health, Inc., Donato Tramuto, Glenn Hargreaves, and Adam Holland hereby move the Court to dismiss Plaintiff's First Amended Complaint for the reasons set forth in the accompanying Memorandum of Law.

WHEREFORE, the Defendants respectfully request that their Motion to Dismiss be granted and the Amended Complaint be dismissed with prejudice.

Respectfully submitted this 3rd day of August, 2018.

/s/ Wallace W. Dietz

Wallace W. Dietz (BPR # 009949)  
Joseph B. Crace, Jr. (BPR # 027753)  
BASS, BERRY & SIMS PLC  
150 Third Avenue, South, Suite 2800  
Nashville, TN 37201  
Tel. (615) 742-6200  
wdietz@bassberry.com  
jcrace@bassberry.com

Jessica P. Corley (admitted *pro hac vice*)  
Lisa R. Bugni (admitted *pro hac vice*)  
KING & SPALDING LLP  
1180 Peachtree Street NE  
Atlanta, GA 30309  
Tel. (404) 572-4600  
jpcorley@kslaw.com  
lbugni@kslaw.com

*Counsel for Defendants*

### **CERTIFICATE OF SERVICE**

I hereby certify that on this 3rd day of August 2018, I electronically filed the following document with the Clerk of Court by using the CM/ECF system which will send a notice of electronic filing to the following:

Eduard Korsinsky  
LEVI & KORSINSKY, LLP  
30 Broad Street, 24th Floor  
New York, NY 10004  
(212) 363-7500  
ek@zlk.com

James A. Holifield, Jr.  
HOLIFIELD JANICH RACHAL FERRERA,  
PLLC  
11907 Kingston Pike, Suite 201  
Knoxville, TN 37934  
(865) 566-0115  
aholifield@holifieldlaw.com

J. Gerard Stranch, IV  
Benjamin A. Gastel  
BRANSTETTER, STRANCH &  
JENNINGS, PLLC  
223 Rosa L. Parks Avenue, Suite 200  
Nashville, TN 37203  
Tel. (615) 254-8801  
gerards@bsjfirm.com  
bgastel@bsjfirm.com

Steven J. Toll  
Times Wang  
Elizabeth Aniskevich  
COHEN MILSTEIN SELLERS & TOLL,  
PLLC  
1100 New York Avenue N.W., Suite 500  
Washington, D.C. 20005  
Tel. (202) 408-4600  
stoll@cohenmilstein.com  
twang@cohenmilstein.com  
eaniskevich@cohenmilstein.com

Christina D. Saler  
Cohen Milstein Sellers & Toll PLLC  
Three Logan Square  
1717 Arch Street  
Suite 3610  
Philadelphia, PA 19103  
(267) 479-5700  
csaler@cohenmilstein.com

/s/ Wallace W. Dietz